

Exhibit 2

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appropriate and satisfactory based upon the circumstances of the Chapter 11 Cases, and was in compliance with the provisions of the Bankruptcy Code, the Bankruptcy Rules and any other applicable rules, laws and regulations.

E. Notice. As evidenced by the Voting Declaration and the Confirmation Notice Affidavits, all parties required to be given notice of the Confirmation Hearing (including the deadline for filing and serving objections to confirmation of the Combined Plan and Disclosure Statement) have been given due, proper, timely and adequate notice in accordance with the Conditional Approval and Procedures Order and in compliance with the Bankruptcy Code, the Bankruptcy Rules and applicable non-bankruptcy law, and such parties have had an opportunity to appear and be heard with respect thereto. No other or further notice is required.

F. Voting. As evidenced by the Voting Declaration, votes to accept or reject the Combined Plan and Disclosure Statement have been solicited and tabulated ~~fairly,~~ in good faith and in a manner consistent with the Bankruptcy Code and the Bankruptcy Rules, the solicitation process set forth in the Conditional Approval and Procedures Order and applicable non-bankruptcy law.

G. Satisfaction of Section 1129 of the Bankruptcy Code. Each of the Debtors has met the burden of proving that the Combined Plan and Disclosure Statement satisfies the requirements of sections 1129(a) and 1129(b) of the Bankruptcy Code by a preponderance of the evidence.

H. Proposed in Good Faith. The Debtors have not engaged in any collusive or unfair conduct in connection with the Combined Plan and Disclosure Statement. The Combined Plan and Disclosure Statement was negotiated at arms-length and without collusion with any Person or Entity. The Combined Plan and Disclosure Statement has been proposed in

2. Confirmation of the Combined Plan and Disclosure Statement. The Combined Plan and Disclosure Statement, attached hereto as **Exhibit A**, is approved and confirmed under section 1129 of the Bankruptcy Code ~~in each and every respect~~.

3. Objections Resolved or Overruled. All objections, responses, statements and comments in opposition to the Combined Plan and Disclosure Statement (and any reservation of rights contained therein), other than those withdrawn with prejudice, waived or settled prior to, or on the record at, the Confirmation Hearing, are overruled in their entirety and on their merits.

4. Occurrence of Effective Date. The Effective Date of the Combined Plan and Disclosure Statement shall occur on the date determined by the Debtors when the conditions set forth in Article XIV.A of the Combined Plan and Disclosure Statement have been satisfied or, if applicable, waived pursuant to Article XIV.D of the Combined Plan and Disclosure Statement.

5. No Waiver of Plan Provisions. The failure to specifically include any particular provision of the Combined Plan and Disclosure Statement in this Confirmation Order shall not diminish the effectiveness of such provision nor constitute a waiver thereof. The Combined Plan and Disclosure Statement is confirmed and approved.

6. Binding Effect. Notwithstanding Bankruptcy Rules 3020(e), 6004(a), 6004(h), or 7062 or otherwise, upon the occurrence of the Effective Date, the terms of the Combined Plan and Disclosure Statement and Plan Supplement shall be immediately effective and enforceable and deemed binding upon the Debtors, the Liquidation Trust, any and all the Holders of Claims or Equity Interests (irrespective of whether their Claims or Equity Interests are deemed to have accepted the Combined Plan and Disclosure Statement), all Persons and

21. Defects or Omissions. Subject to those restrictions on modifications set forth in the Combined Plan and Disclosure Statement and the requirements of section 1127 of the Bankruptcy Code, Rule 3019 of the Federal Rules of Bankruptcy Procedure, and, to the extent applicable, sections 1122, 1123, and 1125 of the Bankruptcy Code, each of the Debtors' rights to revoke or withdraw, or to alter, amend or modify the Combined Plan and Disclosure Statement with respect to such Debtor, one or more times, after Confirmation is expressly reserved. To the extent necessary, the Debtors may initiate proceedings in the Bankruptcy Court to so alter, amend or modify the Combined Plan and Disclosure Statement, or remedy any defect or omission, or reconcile any inconsistencies in the Combined Plan and Disclosure Statement or the Confirmation Order, in such manner as may be necessary to carry out the purposes and intent of the Combined Plan and Disclosure Statement. Prior to the Effective Date, the Debtors may make appropriate technical adjustments and non-material modifications to the Combined Plan and Disclosure Statement without further Order or approval of the Bankruptcy Court.

22. Severability. The provisions of the confirmed Combined Plan and Disclosure Statement and this Confirmation Order, including the findings of fact and conclusions of law set forth herein, are non-severable and mutually dependent.

23. Governing Law. Except to the extent the Bankruptcy Code, Bankruptcy Rules or other federal law is applicable, or to the extent an exhibit to the Combined Plan and Disclosure Statement provides otherwise, the rights and obligations arising under the Combined Plan and Disclosure Statement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware, without giving effect to the principles of conflicts of law of such jurisdiction.